

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/>	§	
In re:	§	Chapter 11
	§	
ATINUM MIDCON I, LLC,	§	Case No. 16-33645 (MI)
	§	
Debtor.	§	
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STATEMENT OF FINANCIAL AFFAIRS FOR

Atinum MidCon I, LLC

Case No. 16-33645 (MI)

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FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
ATINUM MIDCON I, LLC,	§	Case No. 16-33645 (MI)
	§	
Debtor.	§	

**GLOBAL NOTES REGARDING THE DEBTOR'S SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

The Schedules of Assets and Liabilities (the “Schedules”) and the Statement of Financial Affairs (the “Statement,” and collectively with the Schedules, the “Schedules and Statement”) filed by Atinum MidCon I, LLC (“Atinum” or the “Debtor”) in the United States Bankruptcy Court for the Southern District of Texas, were prepared pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the management and counsel of the Debtor and are unaudited. While the Debtor’s management has made every reasonable effort to ensure that the Schedules and Statement are accurate and complete, based upon information that was available to them at the time of preparation, the subsequent receipt of information may result in material changes to the financial data and other information contained therein. The Debtor reserves the right to amend the Schedules and Statement from time to time as may be necessary or appropriate. These Global Notes Regarding Debtor’s Schedules of Assets and Liabilities and Statement of Financial Affairs (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, the Schedules and Statement, and should be referred to and reviewed in connection with any review of the Schedules and Statement.

The Schedules and Statement and Global Notes should not be relied upon by any person for information relating to current or future financial conditions, events or performance of the Debtor. Due to potential unliquidated, contingent and/or disputed claims, summary statistics in the Schedules, Statement and Global Notes may understate the Debtor’s liabilities.

1. Reservation of Rights. The Schedules and Statement are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”). Although current management has made reasonable efforts to insure that the Schedules and Statement are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to the Schedules and Statement; indeed, inadvertent errors, omissions or inaccuracies may exist. Moreover, because the Schedules and Statement contain unaudited information, there can be no assurance that the Schedules and Statement are wholly accurate and complete. The Debtor reserves the right to amend and/or supplement the Schedules and Statement from time to time as it deems necessary and appropriate.

2. Description of the Case and “as of” Information Date. On July 22, 2016 (the “Petition Date”), the Debtor filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) commencing this Chapter 11 Case. A description of the Debtor’s assets, activities, and operations as well as the events precipitating and the purpose of the Debtor’s bankruptcy proceeding is set forth in the *Debtor’s Motion Pursuant To 11 U.S.C. §§ 105, 363, And 365 And Bankruptcy Rules 2002, 6004, And 6006 To Authorize And Approve The (I) Bidding Procedures, (II) Procedures For Determining Cure Amounts For Executory Contracts And Unexpired Leases, (III) Notices Relating To The Sale Of The Debtor’s Assets And The Assumption And Assignment Of Executory Contracts, (IV) Approval Of The Proposed Sale Of Assets And Scheduling Of A Hearing On Approval Of The Proposed Sale Of Assets, And (V) Granting Related Relief* (the “Sale Motion”), located at ECF No. 4, pp. 2-13 (the “Background Section”).

The Debtor continues to operate its business as a debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. To date, the U.S. Trustee has not appointed an official committee of unsecured creditors and, on July 28, 2016, the U. S. Trustee filed a Report of Inability to Appoint a Creditors’ Committee (ECF No. 19). No request has been made for the appointment of a trustee or an examiner.

Unless otherwise stated, asset and liability information is as of the Petition Date. Additionally, the Debtor has made efforts to allocate liabilities between the prepetition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statement. As additional information becomes available to and further research is conducted by the Debtor, the Debtor’s allocation of liabilities between prepetition and post-petition periods may change.

3. Summary of Significant Reporting Policies. The following conventions were adopted by the Debtor in the preparation of the Schedules and Statement:

- a. Book Value. Unless otherwise noted, each asset and liability of the Debtor is shown on the basis of the book value of the asset or liability in accordance with the Debtor’s accounting and/or tax books and records as of the Petition Date. Unless otherwise noted, the Schedules reflects the carrying value of the assets and liabilities as listed in the Debtor’s books, and are not based upon any estimate of their current market values.
- b. Cash. Cash balances in the Debtor’s bank account set forth in Schedule A/B of the Schedules are based on the ledger balance as of the Petition Date.
- c. Currency. All amounts are reflected in U.S. Dollars.
- d. Goodwill. As of the Petition Date, the Debtor did not have any goodwill.
- e. Deferred Finance Costs. The Debtor capitalizes financing costs associated with the acquisition of debt. The financing costs are amortized over the finite life of the underlying debt instrument.

- f. Litigation. The Debtor has listed in Schedule E/F all known claimants related to any pending or threatened litigation action as contingent, disputed and unliquidated with unknown amounts. Although claim amounts were not estimated, allowed claims, if any, for these claimants could potentially be substantial. Any information contained in Schedule E/F with respect to potential litigation shall not be a binding representation of the Debtor's liabilities with respect to any of the potential suits and proceedings included therein.

- g. Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or order entered by the Bankruptcy Court, the Debtor reserve its rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed in any of the Schedules or Statement. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims, except as otherwise agreed pursuant to a stipulation or agreed order or order entered by the Bankruptcy Court, the Debtor reserves all rights to dispute or challenge the secured nature of any creditor's claim (including claims of other creditors listed on Schedule E but purporting to have secured claims) or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. Furthermore, any deficiency claim of the Prepetition First Lien Lenders was not listed on Schedule E/F and such omission is not an admission by the Debtor as to the sufficiency of collateral related to any secured claim listed on Schedule D. The descriptions provided in Schedule D and (in the case of the Prepetition Second Lien Lenders) Schedule E are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statement shall be deemed a modification or interpretation of the terms of such agreements.

- h. Executory Contracts. While every effort has been made to ensure the completeness and accuracy of the listing of executory contracts, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G (including the contracts, agreements, or leases incorporated therein by reference) and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppels certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the executory agreements may not have been memorialized and could be subject to dispute. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. Similarly, the absence of a contract or agreement on Schedule G does not constitute an admission that any other contract or agreement to which a Debtor is a party is not executory. The Debtor reserve all of its rights, claims and causes of action with respect to the contracts and agreements listed on

the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

4. Disputed, Contingent and/or Unliquidated Claims. Schedules D and E/F permit the Debtor to designate a claim as disputed, contingent, unliquidated and/or subject to setoff. A failure to designate a claim on any of the Schedules as disputed, contingent, unliquidated and/or subject to setoff does not constitute an admission that such claim is not subject to objection by the Debtor. The Debtor reserves the right to dispute, or assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability or status.

5. Schedule A/B Part 9-55. The Debtor has scheduled its ownership interest in various oil and gas leases and wells in Schedule A/B Part 9-55. At this time, the Debtor is unable to assign specific value to individual leases and wells. Accordingly, the aggregate value listed covers all oil and gas assets owned by the Debtor.

6. Global Notes Control. In the event that the Schedules and Statement differ from the foregoing Global Notes, the Global Notes shall control.

Fill in this information to identify the case:Debtor name Atinum Midcon I, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 16-33645☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:

From **1/01/2016** to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business☐ Other _____

Gross revenue
(before deductions and exclusions)

\$28,962,730.00

For prior year:

From **1/01/2015** to **12/31/2015**

☒ Operating a business☐ Other _____\$112,025,995.00

For year before that:

From **1/01/2014** to **12/31/2014**

☒ Operating a business☐ Other _____\$213,453,296.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue**

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value**

Reasons for payment or transfer
Check all that apply

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Alvarez & Marsal North America 700 Louisiana Street, Suite 900 Houston, TX 77002	04/28/2016 - \$100,000.00 05/09/2016 - \$25,470.00	\$125,470.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.2. Andrews Kurth LLP 600 Travis, Suite 4200 Houston, TX 77002	04/28/2016 - \$750,000 06/17/2016 - \$26,718.97 07/15/2016 - \$80,323.61 07/20/2016 - \$150,143.00	\$1,007,185.58	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Legal services and \$750,000.00 retainer (the current balance on the retainer is \$706,301.37).</u>
3.3. Atinum Energy Investments 333 Clay Street, Suite 700 Houston, TX 77002	04/25/2016 - \$647,500	\$647,500.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.4. Bloomberg Finance LP 731 Lexington Ave. New York, NY 10022	05/31/2016 - \$5,887.53	\$5,887.53	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.5. Cawley Gillespie & Associates 306 West 7th Street Fort Worth, TX 76102	04/28/2016 - \$22,640.00 06/10/2016 - \$67,045.00 06/22/2016 - \$25,000.00 07/20/2016 -\$7,500.00	\$122,185.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.6. Chapparral Energy, LLC P.O. Box 671550 Dallas, TX 75267	05/04/2016 - \$4,206.31 06/02/2016 - \$4,187.65	\$8,393.96	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.7. Chesapeake Operating Inc. P.O. Box 960161 Oklahoma City, OK 73196	04/28/2016 - \$97,139.41 05/10/2016 - \$97,139.41 05/31/2016 - \$5252.21 07/19/2016 - \$24,574.51	\$224,105.54	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.8. Comanche Exploration Co LLC 6520 N Western Ste 300 Oklahoma City, OK 73116	06/28/2016 - \$70.89	\$70.89	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.9. Conway MacKenzie 1301 McKinney Suite 2025 Houston, TX 77010	06/10/2016 - \$82,534.00 06/17/2016 - \$50,000.00 06/30/2016 - \$106,150.37 07/15/2016 - \$70,772.36 07/22/2016 - \$66,018.24	\$375,474.97	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Prepetition first lien</u> <u>lender's financial advisor.</u>
3.10 D&J Oil Company, Inc. 4720 W. Garriott Enid, OK 73703	04/28/2016 - \$98.09 05/24/2016 - \$96.58 06/20/2016 - \$103.61	\$298.28	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.11 Eagle Exploration production 6100 S Yale Ave Tulsa, OK 74136	04/28/2016 - \$5,266.45 05/24/2016 - \$5607.61 06/17/2016 - \$5232.06	\$16,106.12	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.12 Enervest Operating LLC P.O. Box 4346 Houston, TX 77210	05/04/2016 - \$233.66 06/08/2016 - \$296.47	\$530.13	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.13 Ernst & Young LLP 200 Plaza Drive Oklahoma City, OK 73118	07/22/2016 - \$79,883.00	\$79,883.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.14 Haynes & Boone LLP P.O. Box 841399 Dallas, TX 75284	04/28/2016 - \$23,525.13	\$23,525.13	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.15 Mayer Brown LLP 71 South Wacker Drive Chicago, IL 60606	04/28/2016 - \$44,669.56 07/19/2016 - \$900.00	\$45,569.56	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.16 Midstates Petroleum Co. LLC 321 S. Boston Tulsa, OK 74103	05/24/2016 - \$1,609.89	\$1,609.89	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.17 Petroquest Energy LLC 400 East Saloom Rd, Suite 6000 Lafayette, LA 70508	04/28/2016 - \$53.48 05/24/2016 - \$4.53 06/20/2016 - \$32.76	\$90.77	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.18 Range Resources Corporation 100 Throckmorton Street Fort Worth, TX 76102	05/24/2016 - \$3,528.44 06/08/2016 - \$2,236.21	\$5,764.65	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.19 Red Fork USA Investments Inc. 1437 S. Boulder Ave, Suite 70 Tulsa, OK 74119	04/28/2016 - \$2,659.55 05/24/2016 - \$2,483.62 06/28/2016 - \$1864.86	\$7,008.03	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.20 Red Dog Systems, Inc. 639 5th Ave. SW Calgary ATB T2P 0M9	04/28/2016 - \$7,336.00 05/24/2016 - \$2827.00 06/20/2016 - \$2831.00	\$12,994.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__
3.21 SK Plymouth LLC 6100 S. Yale Ave, Ste 500 Tulsa, OK 74136	05/31/2016 - \$15,301.49 07/19/2016 - \$10,067.96 07/21/2016 - \$6,828.83	\$32,198.28	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.22 Special Energy Corp. P.O. Box 369 Stillwater, OK 74076	04/28/2016 - \$550.16 05/24/2016 - \$543.81 06/28/2016 - \$273.39	\$1,367.36	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.23 Triad Energy Inc. 6 NE 63rd St, Suite 220 Oklahoma City, OK 73105	05/06/2016 - \$30.53 06/08/2016 - \$151.06	\$181.59	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.24 Vinson & Elkins LLP 1001 Fannin St, Suite 2500 Houston, TX 77002	04/28/2016 - \$495.00 06/20/2016 - \$990.00	\$1,485.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.25 Wells Fargo P.O Box 200056 Dallas, TX 75320	04/29/2016 - \$852,122.22 05/11/2016 - \$520.48 05/31/2016 - \$500,000.00 06/13/2016 - \$387.88 07/11/2016 - \$431.39	\$1,353,461.97	<input checked="" type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.26 Crowe & Dunlevy 324 N. Robinson Avenue Suite 100 Oklahoma City, OK 73102	05/19/2016 - \$50,000.00	\$50,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Retainer for legal services.</u>
3.27 Wicklund Petroleum Corp. PO Box 110429 Naples, FL 34108	05/24/2016 - \$36.39	\$36.39	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.28 Dynasty Holdings LLC C/O 4547 S. 700 Street Suite 203 Salt Lake City, UT 84107	05/24/2016 - \$708.17 06/20/2016 - \$157.25	\$865.82	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.29 Dakota Exploration LLC 8801 S. Yale Avenue Suite 120 Tulsa, OK 74137	06/08/2016 - \$8,306.52	\$8,306.52	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.30 Winstead PC 2728 N. Harwood St. Dallas, TX 75201	06/10/2016 - \$156,724.00 06/30/2016 - \$51,236.07 07/15/2016 - \$22,821.40 07/22/2016 - \$21,987.00	\$252,768.47	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Prepetition first lien lender's counsel.</u>
3.31 The Claro Group LLC 321 North Clark St. Suite 1200 Chicago, IL 60654	06/16/2016 - \$250,000.00 07/15/2016 - \$29,112.50 07/21/2016 - \$22,249.00	\$301,361.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Retainer and payments to Debtor's proposed chief restructuring officer and financial advisor (remaining balance on retainer is \$229,230.50).</u>
3.32 444 Land Services Inc. 14000 Hawk Circle Piedmont, OK 73078	06/17/2016 - \$1,975.10	\$1,975.10	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.33 McGriff, Seibels and Williams 818 Town & Country Blvd. Suite 500 Houston, TX 77024	06/24/2016 - \$21,433.94 07/21/2016 - \$10,716.97	\$32,159.91	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.34 PLS, Inc. P.O. Box 4987 Houston, TX 77210	06/30/2016 - \$24,000.00 07/21/2016 - \$6,900.00	\$30,900.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.35 Husch Blackwell LLP 4801 Main St. Suite 1000 Kansas City, MO 64112	07/12/2016 - \$8,002.10	\$8,002.10	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.36 BDO USA LLP 770 Kenmoor SE Suite 300 Grand Rapids, MI 49546	07/12/2016 - \$950.00 07/22/2016 - \$4500.00	\$5,450.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.37 Conner & Winters LLP 4000 One Williams Center Tulsa, OK 74172	07/15/2016 - \$39,062.70 07/20/2016 - \$1908.60	\$40,971.30	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.38 Willkie Farr & Gallagher 600 Travis St. Suite 2310 Houston, TX 77002	07/15/2016 - \$8403.50	\$8,403.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Prepetition second lien</u> <u>lenders' counsel.</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Atinum Energy Investment 333 Clay Street, Suite 700 Houston, TX 77002 Management Company and Affiliate	02/20/2016 - \$647,500	\$647,500.00	Management Fee

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
SandRidge Exploration & Production, LLC Attn: General Counsel 123 Rober S. Kerr Avenue Oklahoma City, OK 73102	SandRidge has been holding in suspense and/or setting off revenue owed to the Debtor because the Debtor based on the Debtor's joint interest billing obligations to SandRidge. Last 4 digits of account number: _____	Multiple dates and this action is ongoing	\$26,277,359.00

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	Wells Fargo Bank, National Association v. Atinum MidCon I, LLC 5:16-cv-00512	Suit for breach of credit agreement, foreclosure on certain of Atinum MidCon I, LLC's oil and gas assets, and appointment of a receiver.	U.S.D.C. for the W.D. of Oklahoma 200 NW 4th Street Oklahoma City, OK 73102	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.2.	A.B. Still Wel-Service Inc. v. Atinum MidCon I, LLC, et al. CJ-2015-00008	Lawsuit asserting claims for trespass, conversion, and nuisance relating to oil and gas drilling.	Creek County Courthouse 222 E. Dewey Ave., Suite 201 Sapulpa, OK 74066	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	Denis Leroy Carlson, Trustee v. SandRidge Expoloration & Production, LLC, et al. CJ-2015-00024	Lawsuit relating to oil and gas lease(s) seeking an injunction, quiet title and lease cancellation, and an accounting, and asserting claims for trespass, unjust enrichment, and conversion.	Woods County Courthouse 507 Government Street, Suite 30 Alva, OK 73717	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.4.	Pronto Chemical Sales & Service v. Red Fork (USA) Investments, Inc. CJ-2016-00021	Lawsuit for breach of contract and lien foreclosure.	Noble County Courthouse 300 Courthouse Drive, #14 Perry, OK 73077	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.5.	Pronto Chemical Sales & Service, LLC v. Red Fork (USA) Investments, Inc., et al. CJ-2016-18	Lawsuit for breach of contract and lien foreclosure.	Noble County Courthouse 300 Courthouse Drive, #14 Perry, OK 73077	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.6.	The Application of: Dennis Bushman, et al., civil miscellaneous proceeding CV-2014-00035	Lawsuit alleging quiet title, lease cancellation, and slander of title.	Woods County (OK) District Court 407 Government Street Suite 30 Alva, OK 73717-0924	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.7.	In re SandRidge Exploration & Production, LLC 16-32491	chapter 11 bankruptcy proceeding	U.S. Bankruptcy Court for the S.D. Tex. 515 Rusk Street Houston, TX 77002	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

Best Case Bankruptcy

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.2.	Alvarez & Marsal North America 700 Louisiana Street, Suite 900 Houston, TX 77002		Multiple payments.	\$81,495.50
	Email or website address www.alvarezandmarsal.com			
	Who made the payment, if not debtor?			
11.3.	The Claro Group, LLC 1221 McKinney St Suite 2850 Houston, TX 77010		multiple payments (including \$250,000/00 retainer, with a current balance of \$229,230.50)	\$301,361.50
	Email or website address			
	Who made the payment, if not debtor?			
11.4.	Crowe & Dunlevy 324 N. Robinson Ave. Oklahoma City, OK 73102		05/19/2016 (payment was a retainer, which has a current balance of \$44,354)	\$50,000.00
	Email or website address www.crowedunlevy.com			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☐ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**☐ None.Who received transfer?
AddressDescription of property transferred or
payments received or debts paid in exchangeDate transfer
was madeTotal amount or
value**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address

Dates of occupancy
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☐ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☐ No.☐ Yes. State the nature of the information collected and retained.**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☐ No. Go to Part 10.☐ Yes. Does the debtor serve as plan administrator?**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ NoneFinancial Institution name and
AddressLast 4 digits of
account numberType of account or
instrumentDate account was
closed, sold,
moved, or
transferredLast balance
before closing or
transfer18.1. **Industrial Bank of Korea
79, Ulchiro
Chung gu, Seoul, Korea
100-758**

XXXX-0014

☐ Checking☒ Savings☐ Money Market☐ Brokerage☐ Other__

7/19/2016

\$1,433.18

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645****19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☐ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☐ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
☐ Yes. Provide details below.

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26a.1. **Atinum Energy Investments, LLC**
333 Clay Street
Suite 700
Houston, TX 77002

ongoing pursuant to
Management
Services Agreement

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26b.1. **Ernst & Young LLP**
200 Plaza Drive
Oklahoma City, OK 73118

audits of 2014 and
2015 financial
statements

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are
unavailable, explain why

26c.1. **BDO USA, LLP**
770 Kenmoor SE
Suite 300
Grand Rapids, MI 49546

26c.2. **Atinum Energy Investments, LLC**
333 Clay Street, Suite 700
Houston, TX 77002

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. **Wells Fargo Bank, N.A.**
1000 Louisiana Street
Houston, TX 77002

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645****Name and address**

26d.2. **Wells Fargo Energy Capital, Inc.**
1000 Louisiana Street
Floor 9
Houston, TX 77002

26d.3. **CitiBank, N.A.**
2800 Post Oak Blvd.
Houston, TX 77056

26d.4. **Cadence Bank, N.A.**
2229 San Felipe Street
Houston, TX 77019

26d.5. **Associated Bank, N.A.**
333 Clay Street
Suite 2823
Houston, TX 77002

26d.6. **BOKF, NA dba Bank of Texas**
Bank of Oklahoma Tower
P.O. Box 2300
Tulsa, OK 74192

26d.7. **ING**
1325 Avenue of Americas
6FL
New York, NY 10019

26d.8. **AON Risk Services Southwest**
5555 San Felipe St.
Suite 1500
Houston, TX 77056

26d.9. **McGriff, Seibels & Williams, Inc.**
818 Town and Country Blvd.
Suite 500
Houston, TX 77024

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Albert Lee	333 Clay Street Suite 700 Houston, TX 77002	President and member of Board of Managers	
Sung Cheul Park	333 Clay Street Suite 700 Houston, TX 77002	Vice President	

Debtor **Atinum Midcon I, LLC**Case number (if known) **16-33645**

Name	Address	Position and nature of any interest	% of interest, if any
Young Sup Lee	333 Clay Street Suite 700 Houston, TX 77002	Vice President, Treasurer, and member of Board of Managers	
Sung Gyun Kim	333 Clay Street Suite 700 Houston, TX 77002	Vice President, Secretary, and member of Board of Managers	
New Frontier Holdings 1, LLC	333 Clay Street Suite 700 Houston, TX 77002	Class A Units	50
New Frontier Holdings 2, LLC	333 Clay Street Suite 700 Houston, TX 77002	Class C Units	100
New Frontier Holdings 3, LLC	333 Clay Street Suite 700 Houston, TX 77002	Class A Units	50
New Frontier Holdings 4, LLC	333 Clay Street Suite 700 Houston, TX 77002	Class B Units	100
Sang Wan Seo	333 Clay Street Suite 700 Houston, TX 77002	Member of Board of Managers	
Kwang-Cheol Byun	333 Clay Street Suite 700 Houston, TX 77002	Member of Board of Managers	
Robert Ogle	1221 McKinney Street Suite 2850 Houston, TX 77010	Chief Restructuring Officer and member of Board of Managers	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Kang-Hyun Koo	333 Clay Street Suite 700 Houston, TX 77002		June 24, 2014 - 10/30/2015

Debtor Atinum Midcon I, LLCCase number (if known) 16-33645**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Atinum Energy Investments, LLC 333 Clay Street Suite 700 Houston, TX 77002	\$647,500	2/20/2016	Payment made for management services provided under Management Services Contract.
	Relationship to debtor Affiliate			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Part 14: Signature and Declaration


WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

8/5/16


 Signature of individual signing on behalf of the debtor

Young Sup Lee
 Printed name

Position or relationship to debtor Vice President and Treasurer**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?**

- ☒ No
☐ Yes